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COLUMBIA, TN 38402-1035  
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November 5, 1999

Via Hand-Delivery

99-00854

K. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37219

Re: Application of CCCTN, Inc. d/b/a Connect! for a Certificate of Public Convenience and Necessity to Provide Competing Facilities-Based and Resold Local Telecommunications Services in the State of Tennessee

Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) copies of a Application of CCCTN, Inc. d/b/a Connect! for a Certificate of Public Convenience and Necessity to provide competing facilities-based and resold local telecommunications services in the State of Tennessee and a check for \$25 for the filing fee. Exhibits D, E and F to the Application contain **confidential** and **proprietary** financial information and are filed under seal. The applicant respectfully requests that these documents be treated as confidential and not disclosed to the public.

Please contact me if you need additional information.

Sincerely,

*D. Billye Sanders*

D. Billye Sanders

DBS:lmb  
w/Enclosures

cc: Erin R. Swansiger, Esq.  
Ms. Cindy Lee

Paid  
CK# 017940  
\$25.00

FILE

**Before the  
TENNESSEE REGULATORY AUTHORITY**

**Application of**

**CCCTN, INC., d/b/a CONNECT!**

**For a Certificate of Public Convenience  
And Necessity to Provide Competing  
Facilities-Based and Resold Local  
Telecommunications Services  
In the State of Tennessee**

**Docket No.**

99-00854  
~~99-00584~~

**APPLICATION OF CCCTN, INC., D/B/A CONNECT! FOR A CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY**

Pursuant to TENN. CODE ANN. § 65-4-201 and to Chapter 1220-4-8-.02 of the Tennessee Regulatory Authority's ("TRA's") regulations for local telecommunications service providers, CCCTN, Inc., d/b/a Connect! ("Connect!" or "Company"), by its attorneys, hereby respectfully requests that the TRA grant it the authority to provide facilities-based and resold local telecommunication services in the exchanges of BellSouth Communications, Inc. ("BellSouth") in the State of Tennessee.

As demonstrated below, Connect!'s Application for a Certificate of Public Convenience and Necessity to provide competing resold and facilities-based local exchange telecommunications services in the State of Tennessee ("Application") satisfies the requirements set forth in TENN. CODE ANN. § 65-4-201 and in Chapter 1220-4-8-.02 of the TRA's rules. Connect! has confirmed that it will adhere to all applicable TRA policies, rules, and orders. Moreover, the increased competition that Connect! will bring to the State of Tennessee has the

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potential to reduce prices, create new jobs, and increase financial investments. As a result, Connect!'s Application is in the public interest and accordingly, should be granted by the TRA.

In support of its Application, Connect! submits the following information:

**I. DESCRIPTION OF CONNECT! AND ITS CORPORATE AUTHORITY**

**A. CORPORATE INFORMATION**

1. Connect! is a privately-held corporation organized under the laws of the State of Tennessee. Connect! was organized to provide both local and intraLATA interexchange telecommunications services to small and medium-sized business customers in the State of Tennessee. A copy of Connect!'s Articles of Incorporation is appended hereto as *Exhibit A*.

2. Connect! is a wholly-owned subsidiary of Connect Holdings Corporation, a Nevada corporation. Connect Holdings Corporation is a sister company of Connect Communications Corp. ("CCC"), an Arkansas corporation. Connect! will rely upon its affiliate company, CCC, for all financial, technical and managerial support. A Chart depicting the Company's internal corporate structure is appended hereto as *Exhibit B*. The Applicant may be reached at its affiliate company's principal place of business, which is located at:

124 West Capitol Avenue  
Suite 250  
Little Rock, AR 72201  
Telephone: (501) 401-7700  
Facsimile: (501) 401-7799

**B. OFFICERS**

3. The Applicant's principal corporate officers and management personnel, located at the same address, are listed below:

Ted L. Snider, Jr.	Chief Executive Officer, Chairman
Glenn Custar	Chief Financial Officer
Bill Jester	Vice President and Director of Operations
Richard Spavins	Director of Network Engineering
Ed Moore	Director of Regulatory Affairs
Shannon Ligon	Human Resources Director
Cal Arnold	Director of Marketing
Phillip Kennedy	Network Operations Manager
Dave Granere	Western Regional Manager
Stephen D. Crow	Southeast Regional Manager

**C. REGULATORY CONTACT INFORMATION**

4. Questions and correspondence regarding this Application should be directed to the Company's regulatory counsel:

D. Billye Sanders, Esq.  
WALLER, LANSDEN, DORTCH & DAVIS  
A Professional Limited Liability Company  
511 Union Street, Suite 2100  
Nashville, Tennessee 37219-1760  
(615) 244-6380

and

Jonathan E. Canis, Esq.  
Erin R. Swansiger, Esq.  
KELLEY DRYE & WARREN LLP  
1200 19th Street, N.W., Suite 500  
Washington, D.C. 20036  
(202) 955-9600

Copies of all correspondence also should be sent to:

Cindy Lee, Manager of Regulatory Affairs  
CCCTN, Inc., d/b/a Connect!  
124 West Capitol Avenue  
Suite 250  
Little Rock, AR 72201  
Telephone: (501) 401-7760  
Facsimile: (501) 401-7799

## **II. SERVICES**

### **A. PROPOSED SERVICES TO BE OFFERED BY CONNECT!**

#### **1. LOCAL EXCHANGE SERVICES**

5. By this Application, Connect! seeks the authority to provide a full range of facilities-based and resold local exchange telecommunications services to business and residential customers in the BellSouth exchanges in the State of Tennessee. Initially, Connect! will provide service to business customers in Tennessee, through the resale of services and facilities provided by underlying facilities-based local exchange carriers located in Tennessee, as well as through the use of facilities and equipment that will be deployed by Connect!, and/or through some combination thereof. The Applicant may offer local services by utilizing the switching and transport capacity of other existing telecommunications providers pursuant to negotiated or tariffed arrangements. Ultimately, Connect! intends to provide services to residential customers.

6. Such services will include: (1) originating and terminating local exchange access services to single-line and multi-line customers (including basic residential and business lines, direct inward/outward PBX trunk service and Centrex services and ISDN); (2) "Plain Old

Telephone Service" ("POTS") -- dial-tone/voice service to end user customers; (3) high-speed data transmission services, including Digital Subscriber Line ("DSL") and Asynchronous transfer Mode ("ATM"), as well as dial-up data transmission services, (4) Internet access; (5) Multi Point-to-Point Protocol ("PPP"); and switched and special access/dedicated service offerings to other common carriers.

7. In addition to the above-listed local exchange services and in conformity with TRA's regulations, Connect!, either directly or through arrangements with other service providers, will offer 911 Emergency Services, directory assistance and operator-assisted calling, and white pages listings. Connect!'s services will be comparable to those offered by the incumbent local exchange carrier, BellSouth, as well as those offered by other competitive carriers in Tennessee. Connect! has enter into an interconnection agreement with BellSouth and that agreement has been filed with the TRA.

8. Through its affiliate, Connect!LD, Inc., a Nevada corporation, the Company also plans to offer full range of switched-based resold interexchange services, using its own switches. A separate application requesting the authority to provide competing switch-based resold interexchange services in Tennessee has been filed concurrently with this Application.

**B. PROPOSED SERVICE AREA**

9. Connect! intends to provide facilities-based and resold local exchange telecommunications service in the following Tennessee exchanges: Athens, Chattanooga, Clarksville, Cleveland, Columbia, Franklin, Jackson, Knoxville, Lebanon, Maryville, Memphis,

Morristown, Murfreesboro, Nashville, Oak Ridge, Shelbyville, and Smithville. These exchanges are served by the incumbent local exchange carrier ("ILEC"), BellSouth.

**C. STATES IN WHICH CONNECT! IS AUTHORIZED TO PROVIDE TELECOMMUNICATIONS SERVICES**

10. CCC was formed to provide all forms of telecommunications services, including resold and facilities-based local and switched-based resold interexchange services. CCC's affiliates are authorized to provide resold and facilities-based local exchange services, by virtue of certification, registration or tariff requirements, or on a deregulated basis, in the following states: Alabama, Arkansas, California, Colorado, Florida, Idaho, Kansas, Louisiana, Massachusetts, Michigan, Montana, Nevada, New Hampshire, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah and Washington. Through its affiliates, CCC is operational in Arkansas and Rhode Island. In addition, Connect!LD is authorized to provide interexchange telecommunications service in Arkansas, California, Colorado, Florida, Idaho, Massachusetts, Michigan, Montana, Nevada, New Hampshire, Oregon, Pennsylvania, Rhode Island, South Carolina, Texas, Washington and Wisconsin.

11. Neither the Applicant nor any of its affiliates has been denied authority to provide telecommunications service in any jurisdiction, nor is any such action pending. Neither the Applicant nor any of its affiliates has had its authorization to provide telecommunications services revoked in any state.

### **III. MANAGERIAL, TECHNICAL AND FINANCIAL ABILITY OF CONNECT!**

12. In support of its application, Connect! submits the following information to demonstrate that it has sufficient managerial and technological telecommunications experience, as well as the financial resources adequate to ensure its continued provision of quality local exchange telecommunications services within the State of Tennessee.

#### **A. MANAGERIAL AND TECHNICAL QUALIFICATIONS**

13. Connect! is well qualified managerially, technically and financially to provide the facilities-based and resold competitive local exchange telecommunications services for which authority is requested in this Application. Because the Applicant is a start-up company, it will rely upon the corporate management personnel of its sister company, CCC, for technical and managerial expertise. The Company's management team includes individuals with substantial experience in successfully developing, growing and operating telecommunications businesses. This is evident by the fact that, between them, five of CCC's corporate officers and managers have more than one hundred (100) years of experience in the telecommunications industry. Specific details of CCC's management and technical experience are appended hereto as ***Exhibit C***, which contains the biographies of the key management and operational personnel responsible for Connect!'s telecommunications services in Tennessee.

14. Connect! will use Lucent TNT/ASG data switches and Mitel GX5000 voice switches and related equipment for its Tennessee operations.

15. Every effort will be made to ensure that Customer Premises Equipment ("CPE") does not require special modifications to utilize Connect!'s services. As a result, in the event that a former Connect! customer chooses to sign up for the service offerings of another local



exchange carrier (the incumbent carrier or otherwise), the customer is not likely to have been placed in a situation where it was required to purchase CPE that is not useful or compatible with the ILEC or other competitive carrier systems.

**B. FINANCIAL QUALIFICATIONS**

16. Connect! has access to the financing and capital necessary to conduct the telecommunications operations as specified in this Application. As a recently-formed affiliate of CCC and new entrant to the Tennessee telecommunications industry, the Applicant does not yet have its own financial statements or financial history. As a result, Connect! will rely on the financial resources of its affiliate company, CCC, to provide the initial capital investment and funding for its Tennessee operations.

17. As a new company, Connect! currently is in the process of making network investments, as well as securing vendors for the equipment and construction of its network in Tennessee. Nevertheless, as is evident from the verified, unaudited<sup>1</sup> financial statements (*see* Balance Sheet, Statement of Operations and Cash Flow statement of CCC), which are being filed with this Application *under seal* as ***Exhibit D***, Connect! has the necessary financial resources to provide the local exchange telecommunications services described in this Application, and to finance its Tennessee operations, in order to maintain the provision of these services.

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<sup>1</sup> As attested by both the President and the Chief Financial Officer of CCC, due to its status as a recently-formed, privately held-company, CCC currently has no audited financial statements. Given the fact that the preparation of an audit would be extremely cost-prohibitive and unreasonably burdensome for a small, newly-created company like CCC, the Company respectfully requests that the Commission accept its verified, unaudited financial statements, as set forth in ***Exhibit D***.

18. Also appended to this Application and filed *under seal* as **Exhibit E** are Connect!'s *projected* financial statements (including Balance Sheet, Statement of Operations, and Cash Flow Statement) for its Tennessee operations for the next three (3) years, as well as its affiliate, CCC's, *projected* financial statements for the entire company next three (3) years.

19. As demonstrated in its Cash Flow statement, Connect! has access to ample working capital to fund the construction and operation of Connect!'s telecommunications network in Tennessee, and to meet any lease and ownership obligations associated with its provision of local exchange telecommunications services in Tennessee. This capital will enable Connect! to meet the projected operating expenditures for its Tennessee operations over the next three years set forth in the capital budget appended to this Application as **Exhibit F**. As demonstrated by **Exhibits D, E and F**, Connect! has adequate access to the financial resources necessary to enable it to meet its working capital requirements in Tennessee for the next several years.

20. Please note that the information provided in **Exhibits D, E and F** is privileged and confidential and is being submitted *under seal* solely for the purpose of the TRA's *in camera* review. Accordingly, the Applicant respectfully requests that the information contained therein not be divulged to the public.

**IV. REPAIR AND MAINTENANCE/CUSTOMER SERVICE INFORMATION**

21. CCC will maintain a customer service department for purposes of addressing all of Connect!'s customer inquiries, needs and complaints, including issues relating to billing, service quality, and maintenance. The Company's toll-free number for customer service, which is available 24 hours/day, 7 days/week, is (877) 200-5022. The Company's toll-free number for repairs/maintenance service, which is available 24 hours/day, 7 days/week, is (877) 689-1777. Customers wishing to communicate with a Connect! customer service representative in writing can write to Connect! at its parent company headquarters:

CCCTN, Inc., d/b/a Connect!  
124 West Capitol Avenue  
Suite 250  
Little Rock, AR 72201

All questions regarding the Company's Tennessee operations may be addressed to:

Cindy Lee, Manager of Regulatory Affairs  
CCCTN, Inc., d/b/a Connect!  
124 West Capitol Avenue  
Suite 250  
Little Rock, AR 72201  
Telephone: (501) 401-7760  
Facsimile: (501) 401-7799

**V. SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN**

22. Please see *Exhibit G*.

**VI. INTRALATA TOLL DIALING PARITY PLAN**

23. Please see *Exhibit H*.

**VII. MISCELLANEOUS**

24. In accordance with Section VII of the TRA's *Check List for Competing Telecommunications Service Providers*, Connect! provides the following information:

- (a) Notarized, pre-filed testimony will be submitted prior to the time the application is heard.
- (b) The procedures that Connect! has taken to ensure Y2K compliance are set forth in the letter appended to this Application as ***Exhibit I***.
- (c) Connect! will file its tariff subsequent to the TRA's approval of this Application.
- (d) In Section II.C *infra*, Connect! has provided information regarding the status of its applications in all other states.
- (e) Connect! has not been involved in any pertinent mergers or acquisitions. The Applicant's Corporate Structure is appended hereto as ***Exhibit B***.
- (f) Connect! agrees to submit the Wireline Activity Report to the TRA on a monthly basis for its voice grade services.
- (g) Connect! will not require customer deposits.
- (h) The non-recurring charges ("NRCs") that Tennessee customers will be required to incur for Connect!'s business services will be provided to the TRA with the Applicant's local exchange tariff, which will be submitted to the TRA following approval of this Application.

**VIII. STATEMENT OF COMPLIANCE**

25. Connect! agrees to comply with and abide by all applicable statutes and orders, rules and regulations entered and adopted by the TRA, including those specified in Chapter 1220-4-8-.02 of the TRA's regulations for local telecommunications service providers, as well as any that the TRA may promulgate in the future. In accordance with those rules and where applicable, Connect! agrees to provide the following services, either directly or via arrangements with other telecommunications carriers: (1) Access to 911 and E911 service; (2) white page directory listings and directory assistance; (3) consumer access to and support of the Tennessee Relay Center in the same manner as the ILECs; (4) Free blocking for 900 and 976 type service; and (5) Lifeline and Link-up services to qualifying citizens. Connect! also agrees to comply with the TRA's rules regarding universal service, interconnection, equal access and basic service standards.

WHEREFORE, CCCTN, Inc. d/b/a Connect! respectfully requests that the TRA grant it a Certificate of Public Convenience and Necessity to provide competing facilities-based and resold local exchange telecommunications services in the State of Tennessee.

Respectfully submitted,

CCCTN, INC., D/B/A CONNECT!

By: *D. Billye Sanders*  
D. Billye Sanders, Esq.  
WALLER, LANSDEN, DORTCH & DAVIS  
A Professional Limited Liability Company  
511 Union Street, Suite 2100  
Nashville, Tennessee 37219-1760  
(615) 244-6380

and

Jonathan E. Canis, Esq.  
Erin R. Swansiger, Esq.  
KELLEY, DRYE & WARREN LLP  
1200 19th Street, N.W.  
Suite 500  
Washington, D.C. 20036  
(202) 955-9600

Its Attorneys

## VERIFICATION

[Commonwealth/State] of Arkansas :

: ss.

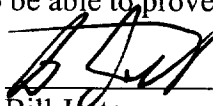
County of Pulaski :

**Bill Jester** \_\_\_\_\_, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the **Vice President and Director of Operations** (Office of Affiant) of Connect! Communications, Inc.

That he is authorized to and does make this affidavit for said corporation;

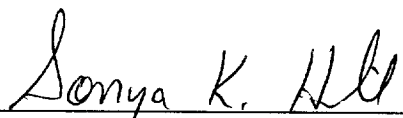
That the facts above set forth are true and correct to the best of his knowledge, information, and belief and that he expects said corporation to be able to prove the same at any hearing hereof.



Bill Jester,  
Vice President and Director of Operations  
Connect Communications Corp.

Sworn and subscribed before me this 12<sup>th</sup> day of October, 1999

////////////////////////////////////  
Sonya K. Hill  
Notary Public, State of Arkansas  
Pulaski County  
My Commission Expires 04/05/05  
////////////////////////////////////

  
\_\_\_\_\_  
Signature of official administering oath

My commission expires 04/05/05

BEFORE THE  
TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

APPLICATION OF CCCTN, INC., d/b/a	)	
CONNECT! FOR A CERTIFICATE OF	)	
PUBLIC CONVENIENCE AND NECESSITY	)	
TO PROVIDE COMPETING	)	Docket No.
FACILITIES-BASED AND RESOLD LOCAL	)	
TELECOMMUNICATIONS SERVICE	)	
IN THE STATE OF TENNESSEE	)	

**NOTICE OF FILING OF APPLICATION OF CCCTN, INC., d/b/a CONNECT!**

Pursuant to T.C.A. §65-4-201, CCCTN, Inc., d/b/a CONNECT! hereby serves notice of its filing with the Tennessee Regulatory Authority (TRA) of an application for a certificate of public convenience and necessity to provide competing facilities-based and resold local telecommunications services in Tennessee in exchanges served by BellSouth Telecommunications Company on this the 5<sup>th</sup> day of November, 1999. Copies of the application, excluding any confidential exhibits, are available from the TRA, as well as from the office of D. Billye Sanders, Esq., Waller Lansden Dortch & Davis, 511 Union Street, Suite 2100, Nashville, Tennessee 37219.



D. Billye Sanders, Esq.  
WALLER, LANSDEN, DORTCH & DAVIS  
A Professional Limited Liability Company  
511 Union Street, Suite 2100  
Nashville, Tennessee 37219  
(615) 244-6380

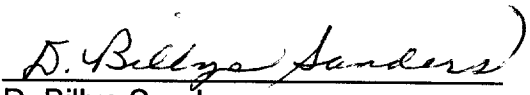
Jonathan E. Canis, Esq.  
Erin R. Swansiger, Esq.  
KELLEY, DRYE & WARREN LLP  
1200 19<sup>th</sup> Street, N.W.  
Washington, D.C. 20036  
(202) 955-9600

Attorneys for Applicant



### **CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing Notice of Filing of Application of CCCTN, Inc., d/b/a Connect! has been served on the attached list of incumbent local exchange carriers in the State of Tennessee provided to the Applicant by the TRA, as well as to the attached list of interested parties provided to the Applicant by the TRA by depositing same in the U.S., postage prepaid, on this the 5<sup>th</sup> day of November.

  
D. Billye Sanders

**Incumbent Local Exchange Service Providers**  
**Certified in Tennessee**

**Ardmore Telephone Company, Inc.**

**Terry Wales, General Manager**

517 Ardmore Avenue

P. O. Box 549

Ardmore, TN 38449

(205) 423-2131

(205) 423-2208 (Fax)

**BellSouth**

Guy Hicks, General Counsel

333 Commerce Street

Nashville, TN 37201-3300

(615) 214-3800

(615) 214-8820 (Fax)

**Century Telephone of Adamsville**

**David Dickey, Division Manager**

116 N. Oak Street

P. O. Box 405

Adamsville, TN 38310

(901) 632-3311

(901) 632-0232 (Fax)

**Century Telephone of Claiborne**

**Don Ray Fannon, Division Manager**

507 Main Street

P. O. Box 100

New Tazewell, TN 37825

(423) 626-4242

(423) 626-5224 (Fax)

**Century Telephone of Ooltewah-Collegedale, Inc.**

**Terry Crutchfield, Division Manager**

5616 Main Street

P. O. Box 782

Ooltewah, TN 37363

(423) 238-4102

(423) 238-5699 (Fax)

**Citizens Telecommunications Company of  
Tennessee d/b/a Citizens Communications Company**

**Alice Camuti, Director**  
250 South Franklin Street  
P. O. Box 689  
Cookeville, TN 38501  
(931) 528-0518  
(931) 528-0604 (Fax)

**Loretto Telephone Company, Inc.**

**Louise Brown, President**  
P. O. Box 130  
Loretto, TN 38469  
(931) 853-4351  
(931) 853-4329 (Fax)

**Millington Telephone Company, Inc.**

**W. S. Howard, President**  
4880 Navy Road  
Millington, TN 38053  
(901) 872-3311  
(901) 873-0022 (Fax)

**Sprint-United**

**Steve Parrott, Director-Regulatory Affairs**  
**United Telephone Southeast, Inc.**  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900  
(919) 554-7039  
(800) 733-9045 customer contact #

**TDS Telecom-Concord Telephone Exchange, Inc.**

**Jerry R. Parkerson, Manager**  
701 Concord Road  
P. O. Box 22610  
Knoxville, TN 37933-0610  
(423) 966-5828  
(423) 966-9000 (Fax)

**TDS Telecom-Humphreys County Telephone Company**

**Bernard R. Arnold, Manager**  
203 Long Street  
P. O. Box 552  
New Johnsonville, TN 37134-0552  
(913) 5351-2200  
(931) 535-3309 (Fax)

**TDS Telecom-Tellico Telephone Company, Inc.**

**Carl Lester, Manager**

102 Spence Street

P. O. Box 9

Tellico Plains, TN 37385-0009

(423) 671-4600

(423) 253-7080 (Fax)

**TDS Telecom-Tennessee Telephone Company**

P. O. Box 18139

Knoxville, TN 37928-2139

(423) 922-3535

(423) 922-9515 (Fax)

**TEC-Crockett Telephone Company, Inc.**

P. O. Box 7

Friendship, TN 38034

(901) 677-8181

**TEC-People's Telephone Company, Inc.**

P. O. Box 310

Erin, TN 37061

(913) 289-4221

(913) 289-4220 (Fax)

**TEC-West Tennessee Telephone Company, Inc.**

244 E. Main Street

P. O. Box 10

Bradford, TN 38316

(901) 742-2211

(901) 742-2212 (Fax)

**United Telephone Company**

120 Taylor Street

P. O. Box 38

Chapel Hill, TN 37034

(931) 364-2289

(931) 364-7202 (Fax)

**Citizens Communications Company of the Volunteer  
State d/b/a Citizens Communications Company**

Mike Swatts

300 Bland Street

P. O. Box 770

Bluefield, WV 24701

(304) 325-1216

**Facilities-Based Long Distance Carriers (InterLATA)  
and Competing Local Telecommunications Service  
Providers Certified in Tennessee**

**AT&T Communications**

**Gary Andraza, Assistant Vice President Government Affairs**  
511 Union Street, Suite 1010  
Nashville, TN 37219  
(615) 242-2815  
(800) 222-0300 customer contact #

**MCI Telecommunications Corporation**

**Kathy Pounds, Director, Law and Public Policy**  
780 Johnson Ferry Road, Suite 700  
Atlanta, GA 30342  
(404) 250-5500  
(615) 742-2400 customer contact #

**Sprint Communications Company, L.P.**

**Tony Key, Director, State Regulatory**  
3100 Cumberland Circle  
Atlanta, GA 30339  
(404) 649-5144  
(800) 767-7759 customer contact #

**ACI Corp.**

P. O. Box 198062  
Nashville, TN 37219

**ALEC, Inc.**

222 Kentucky Avenue, Suite 1  
Paducah, KY 42002  
(502) 422-5363

**Alltel Communications, Inc.**

One Allied Drive  
Little Rock, AR 72202  
(501) 905-5692

**American Communications Services, Inc. (ACSI)**

131 National Business Parkway, Suite 100  
Annapolis Junction, MD 20701  
(301) 617-4200

**BellSouth BSE, Inc.**

1100 Peachtree Street, N.W., Suite 500  
Atlanta, Georgia 30309-4599  
(404) 249-2080

**Ben Lomand Communications, Inc.**

111 Smithville Highway  
McMinnville, TN 37110  
(931) 668-1010

**BlueStar Networks, Inc.**

131 2<sup>nd</sup> Avenue North, Fifth Floor  
Nashville, TN 37201  
(615) 255-2100

**Brooks Fiber Communications of TN, Inc.**

800 South Gay Street, Suite 1800  
Knoxville, TN 37924  
(423) 521-9988

**BTI Communications, Inc.**

4300 Six Forks Road  
P. O. Box 150002  
Raleigh, NC 27624

**Citizens Communications Company**

Mike Swatts  
300 Bland Street  
P. O. Box 770  
Bluefield, WV 24701  
(304) 325-1216

**Comm. Depot, Inc.**

889 Bendix Drive  
Jackson, TN 38301  
(901) 426-1650

**DeltaCom, Inc.**

113 South Main Street  
P. O. Box 1233  
Arab, AL 35016  
(205) 586-2715

**Digital Teleport, Inc.**

8112 Maryland Avenue, 4<sup>th</sup> Floor  
St. Louis, MO 63105

**DSL Net Communications, LLC**

545 Long Wharf Drive, 5<sup>th</sup> Floor  
New Haven, CT 06511

**Electric Power Board of Chattanooga**

536 Market Street  
Chattanooga, TN 37402  
(423) 757-1484 Mr. Harold E. DePriest  
(423) 757-1291 Mr. Ronald N. Fugatt

**Global NAPS Gulf, Inc.**

10 Merrymount Road  
Quincy, VA 02169  
(617) 507-5100

**GTE Communications Corp.**

1200 Walnut Hill Lane  
Irving, TX 75038  
(972) 717-8373

**Hyperion of Tennessee, L.P.**

Washington Square, Suite 422  
222 Second Avenue North  
Nashville, TN 37219  
(615) 259-4961

**ICG Telecom Group, Inc.**

2100 West End Avenue, Suite 620  
Nashville, TN 37203  
(615) 251-4440

**Intermedia Communications**

3625 Queen Palm Drive  
Tampa, FL 33619-1309  
(800) 940-0011

**Interpath Communications, Inc.**

1700 Perimeter Park, Suite 100  
Morrisville, NC 25760  
(919) 388-6265

**LCI International Telecom Corp.**

8180 Greensboro Drive, Suite 800  
McLean, Virginia 22101  
(703) 363-0220

**Level 3 Communications, LLC**

1450 Infinite Drive  
Louisville, KY 80027  
(303) 926-3000 Terrence J. Ferguson

**LoadPoint Telecommunications, LLC**

Three Maryland Farms, Suite 320  
Brentwood, TN 37027-5005  
(615) 371-1625

**Logix Communications Corporation**

13429 N. Broadway Extension, Suite 200  
Oklahoma City, OK 73114

**MFS Intelenet of Tennessee, Inc.**

515 East Amite Street, 4<sup>th</sup> Floor  
Jackson, MS 39201

**MCIMetro Access Transmission Services, Inc.**

780 Johnson Ferry Road, #700  
Atlanta, GA 30342  
(770) 284-5492

**Metropolitan Fiber Systems of Tennessee, Inc.**

**Claire Daily, Director Legislative & Regulatory Affairs**  
201 Energy Parkway, Suite 200  
Lafayette, LA 70508  
(800) 489-8031

**Network Plus, Inc.**

234 Copeland Street  
Quincy, MA 02169

**New South Communications, LLC**

355 Woodruff Road  
Greenville, SC 29607  
(864) 627-5050

**NEXTLINK Tennessee**

105 Molloy Street, Suite 300  
Nashville, TN 37201  
(615) 777-7777



**SouthEast Telephone LTD**

317 Main Street, 4<sup>th</sup> Floor  
Pikeville, KY 41501  
(606) 432-3000

**Teligent, Inc.**

8065 Leesburg Pike, Suite 400  
Vienna, VA 22182  
(703) 762-5143

**Time Warner**

P.O. Box 210706  
Nashville, TN 37221

**US LEC of Tennessee**

212 South Tryon Street, Suite 1540  
Charlotte, NC 28281  
(704) 319-1000

**US West Interprise America, Inc.**

1999 Broadway, Suite 700  
Denver, CO 80202  
(303) 293-6326

**WinStar Communications of TN, Inc.**

7799 Leesburg Pike, Suite 401 South  
Tyson's Corner, VA 22043  
(703) 917-6556

**WorldCom Technologies, Inc. (LDDS)**

**Claire Daily, Director Legislative & Regulatory Affairs**  
201 Energy Parkway, Suite 200  
Lafayette, LA 70408  
(800) 489-8031  
(318) 261-2552  
(318) 261-2564 (Fax)

**NA Communications, Inc.**

234 W. Valley Drive  
Abingdon, VA 24210

**Hyperion Communications of Tennessee, L.P.**

DDI Plaza Two  
500 Thomas Street, Suite 400  
Bridgeville, PA 15017

**PV Tel of Tennessee, LLC**

1009 Radcliff Avenue  
Kingsport, TN 37664  
(423) 378-4007

**Frontier Local Services, Inc.**

180 S. Clinton Avenue  
Rochester, NY 14646-0700  
(716) 777-1000

**KMC Telecom III, Inc.**

1545 Route 206, Suite 300  
Bedminster, NJ 07921-2567  
(908) 470-15445

**Network Access Solutions, Inc.**

100 Carpenter Drive, Suite 206  
Sterling, VA 20164  
(703) 742-7700

**Williams Communications, Inc. d/b/a Vyvx, Inc.**

2600 One Williams Center  
Tulsa, OK 74172  
(918) 573-6000  
(918) 573-0669 (Fax)

**Kentucky Data Link**

8829 Bon Street  
Overland Park, KS 66214

**Aeneas Communications, LLC**

301 S. Church Street  
Jackson, TN 38031  
901-425-9200

## **LIST OF EXHIBITS**

<b>EXHIBIT A:</b>	<b>ARTICLES OF INCORPORATION</b>
<b>EXHIBIT B:</b>	<b>CORPORATE STRUCTURE CHART</b>
<b>EXHIBIT C:</b>	<b>MANAGEMENT PROFILES</b>
<b>EXHIBIT D:</b>	<b>FINANCIAL STATEMENTS</b>
<b>EXHIBIT E:</b>	<b>THREE-YEAR PROJECTED FINANCIAL STATEMENTS</b>
<b>EXHIBIT F:</b>	<b>THREE-YEAR PROJECTED OPERATING EXPENDITURES AND REVENUES</b>
<b>EXHIBIT G:</b>	<b>SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PLAN</b>
<b>EXHIBIT H:</b>	<b>INTRALATA TOLL DIALING PARITY PLAN</b>
<b>EXHIBIT I:</b>	<b>Y2K COMPLIANCE PLAN</b>

# **EXHIBIT A**

## **ARTICLES OF INCORPORATION**

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/04/99

REQUEST NUMBER: 3624-0463

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 02/04/99 1111

EFFECTIVE DATE/TIME: 02/04/99 1111

CONTROL NUMBER: 0365289

TO:

CCCTN INC

124 W CAPITAL AVE

STE 250

LITTLE ROCK, AR 72201

RE:

CCCTN, INC.

CHARTER - FOR PROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - FOR PROFIT

ON DATE: 02/04/99

FROM:

C T CORPORATION SYSTEM (CLAYTON, MO)  
120 S. CENTRAL AVENUE

CLAYTON, MO 63105-0000

	FEE	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00002428573  
ACCOUNT NUMBER: 00282908



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

# CHARTER

## OF

RILEY DANIELL  
SECRETARY OF STATE

CCCTN, Inc.

The undersigned person(s) under the Tennessee Business Corporation Act adopt(s) the following charter for the above listed corporation:

1. The name of the corporation is CCCTN, Inc.

[NOTE: Pursuant to Tennessee Code Annotated Section 48-14-101(a)(1), each corporation name must contain the word "corporation", "incorporated", or "company" or the abbreviation "corp", "inc.", or "co.."]

2. The number of shares of stock the corporation is authorized to issue is

100

3. (a) The complete address of the corporation's initial registered office in Tennessee is c/o C T CORPORATION  
SYSTEM, 530 Gay Street Knoxville, Tennessee 37902  
Street Address City State, Zip Code  
County of KNOX

[NOTE: A street address, a zip code and the county are required by Tennessee Code Annotated Section 48-12-102(a)(3).]

(b) The name of the initial registered agent, to be located at the address listed in 3(a), is

C T CORPORATION SYSTEM

4. The name and complete address of each incorporator is:

Ted L. Snider, Jr.	124 W Capitol Ave Ste 250	Little Rock	AR	72201
Name	Address			Zip Code

Name	Address	Zip Code
------	---------	----------

Name	Address	Zip Code
------	---------	----------

[NOTE: An address and zip code are both required by Tennessee Code Annotated Section 48-12-102 (a)(4).]

5. The complete addresses of the corporation's principal office is:

124 W Capitol Ave Ste 250	Little Rock	AR	72201
Street Address	City	State/Country	Zip Code

[NOTE: A street address and a zip code are both required by Tennessee Code Annotated Section 48-12-102 (a)(5).]

6. The corporation is for profit.

7. Other provisions:

[NOTE: Insert here any provision(s) desired and permitted by law. Examples: names and addresses of persons serving as the initial board of directors, business purpose(s) of the corporation, management or regulation of affairs of the corporation, provision limiting the personal liability of directors for monetary damages for breach of fiduciary duty, etc. See Tennessee Code Annotated Section 48-12-102(b).]

January 12, 1999

Signature Date

Briden  
Incorporator's Signature

Ted L. Snider, Jr. President

---

Incorporator's Name (typed or printed)



SS-4417

(Rev. 5/89)  
TN001 - C T System Online

RDA 1678

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/03/99  
REQUEST NUMBER: 3639-0165  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 03/03/99 1007  
EFFECTIVE DATE/TIME:  
CONTROL NUMBER: 0365289

TO:  
CT CORP SYSTEM  
120 S CENTRAL AVE  
CLAYTON, MO 63105

RE:  
CONNECT!  
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO  
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)  
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

-----  
FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

FROM:  
C T CORPORATION SYSTEM (CLAYTON, MO)  
120 S.CENTRAL AVENUE  
CLAYTON, MO 63105-0000



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**Secretary of State****Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 03/03/99

REQUEST NUMBER: 3639-0165

TELEPHONE CONTACT: (615) 741-0537

CONTROL NUMBER: 0365289

CONNECT !

ACCOUNT NUMBER	RECEIPT NUMBER	DATE RECEIVED	FEE AMOUNTS	
00282908	00002444968	03/03/99	\$10.00	\$0.00
	00002436490	02/18/99	\$10.00	\$0.00

TOTAL PAYMENTS: \$20.00

*Riley C. Darnell*RILEY C. DARNELL  
SECRETARY OF STATE



APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

FILED

99 MAR -3 AM 10:07

RECEIVED  
TENNESSEE  
FEB 16 AM 10:14  
FILED  
RILEY DANKELL  
SECRETARY OF STATE

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:


1. The true name of the corporation is CCCTN, Inc.
2. The state or country of incorporation is Tennessee
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is  
Connect!

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

January 26, 1999  
Signature Date

President  
Signer's Capacity

CCCTN, Inc.  
Name of Corporation

  
Signature

Ted L. Snider, Jr.  
Name (typed or printed)

0365289

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

REQUEST NUMBER: 99050004  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/04/1999  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0365289  
JURISDICTION: TENNESSEE

TO:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

### CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"CCCTN, INC."

-----  
IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED  
-----

FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/19/99

FROM:  
CAPITAL FILING SERVICE, INC.  
7051 HWY 70 S  
#333  
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$440.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$440.00

RECEIPT NUMBER: 00002437004  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 03/10/1999  
REQUEST NUMBER: 99069516

CHARTER/QUALIFICATION DATE: 02/04/1999  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0365289  
JURISDICTION: TENNESSEE

TO:  
C T CORPORATION SYSTEM  
AT: NAOMI GREEN  
120 S CENTRAL AVE  
CLAYTON, MO 63105

REQUESTED BY:  
C T CORPORATION SYSTEM  
AT: NAOMI GREEN  
120 S CENTRAL AVE  
CLAYTON, MO 63105

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"CCCTN, INC."

-----  
WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3624-0463	02/04/1999	CHART-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC
3639-0165	03/03/1999	ASSUMED-ADD	

-----  
FOR: REQUEST FOR COPIES

ON DATE: 03/10/99

FROM:  
C T CORPORATION SYSTEM (CLAYTON, MO)  
120 S.CENTRAL AVENUE  
CLAYTON, MO 63105-0000

FEES  
RECEIVED: \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002449967  
ACCOUNT NUMBER: 00282908

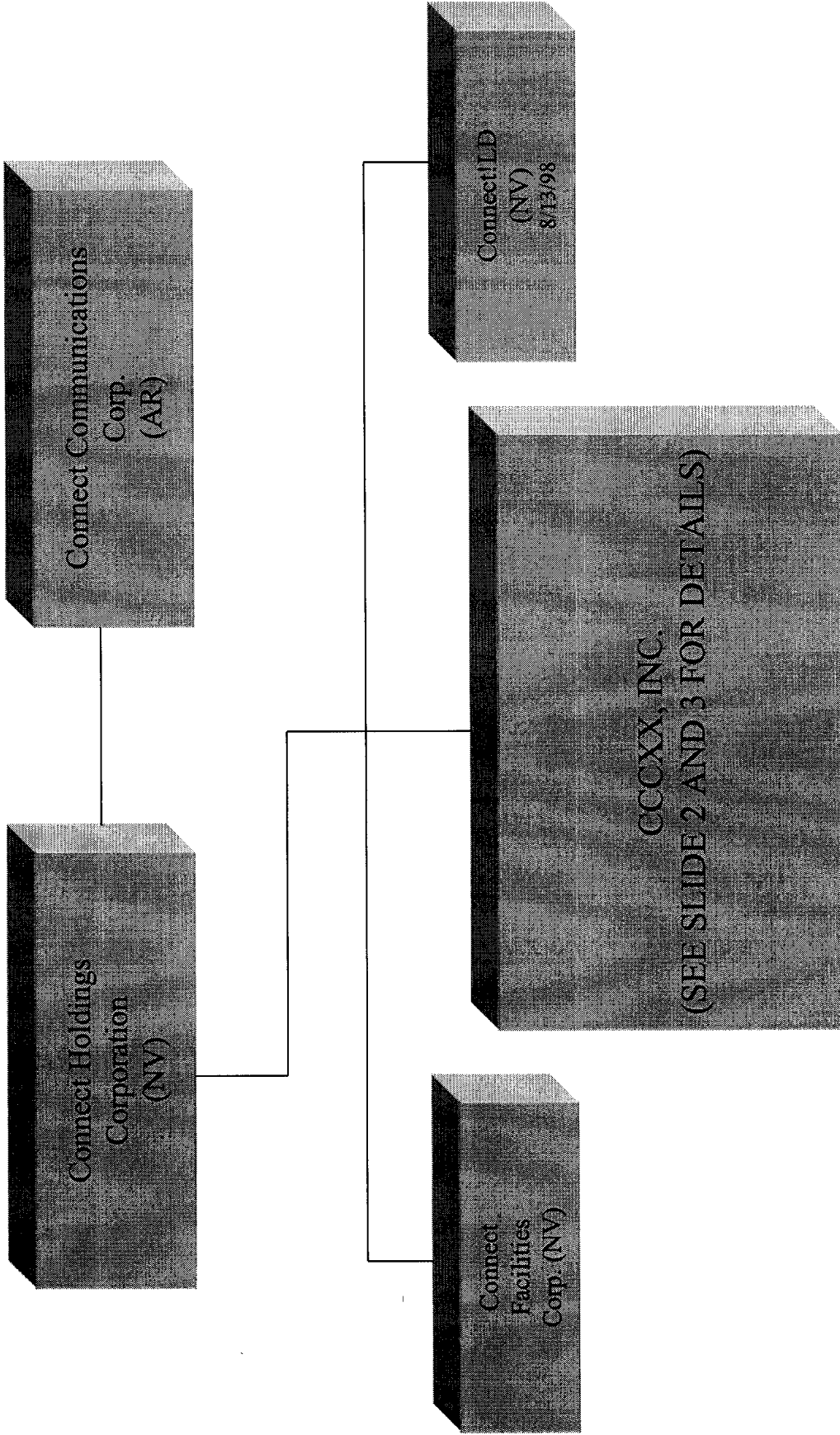


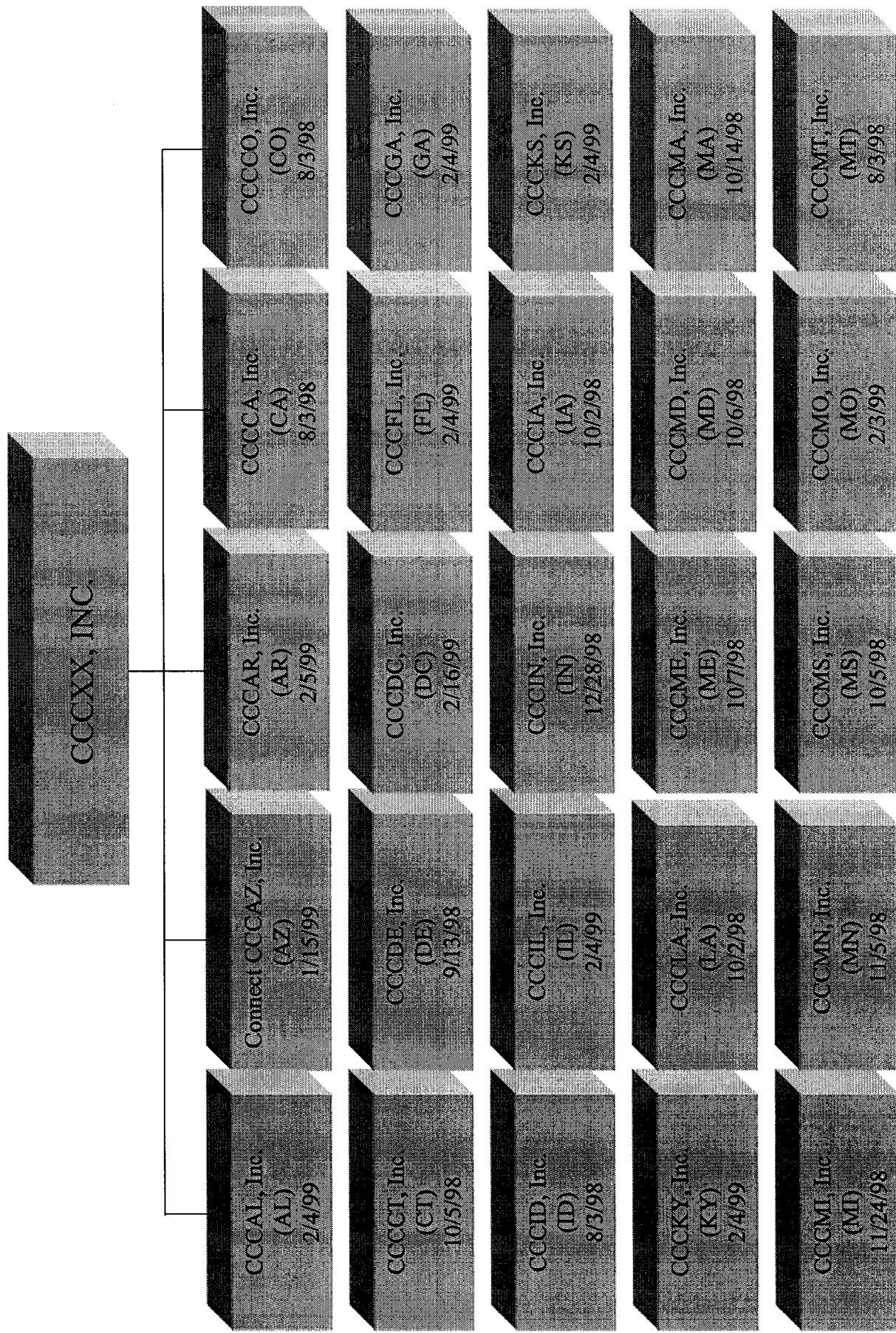
*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

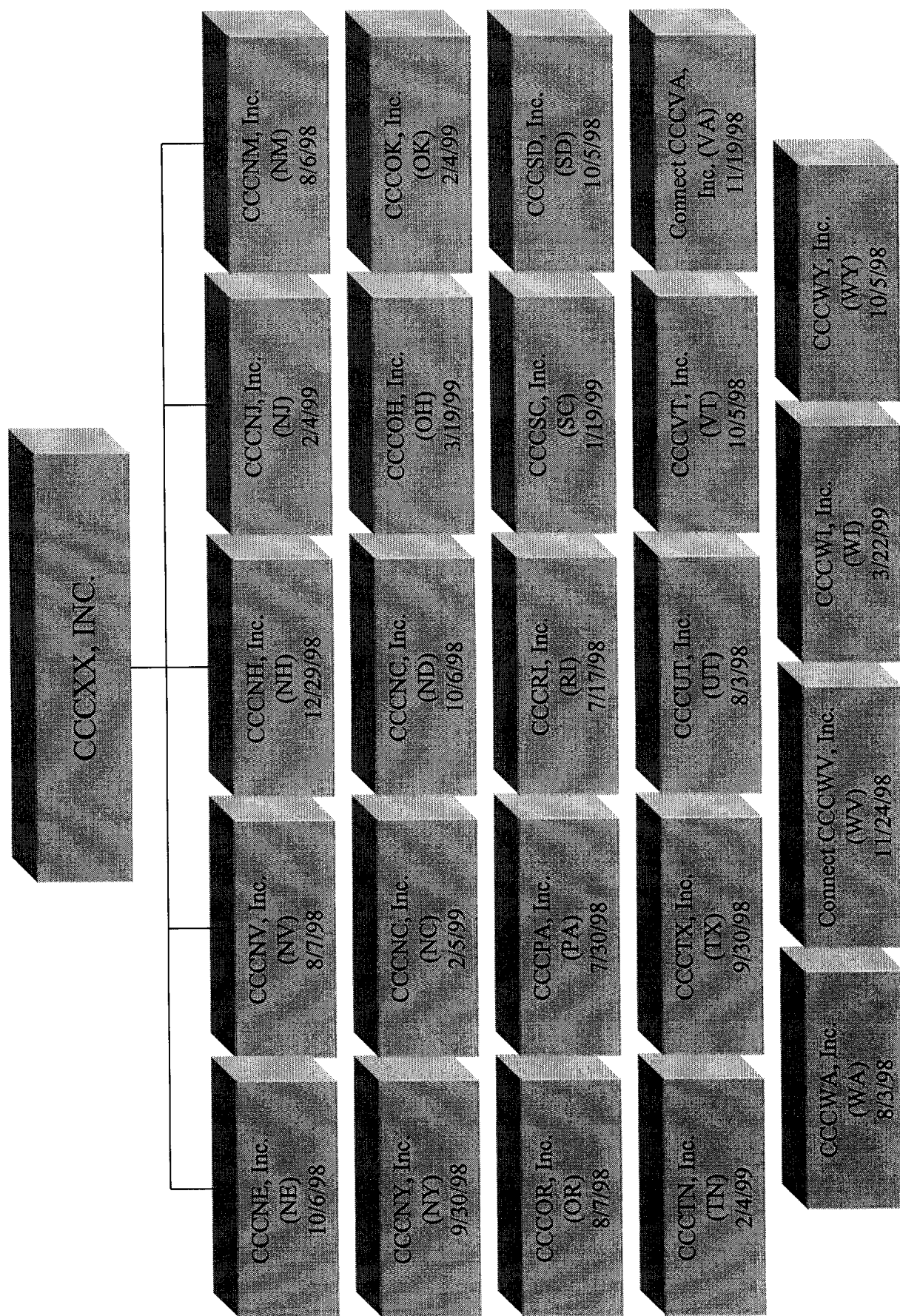
## **EXHIBIT B**

### **CORPORATE STRUCTURE CHART**









# **EXHIBIT C**

## **MANAGEMENT PROFILES**



## **CONNECT COMMUNICATIONS CORPORATION MANAGEMENT PROFILES**

### **TED L. SNIDER, Jr. – CHIEF EXECUTIVE OFFICER, SOLE STOCKHOLDER AND CHAIRMAN**

Mr. Snider has fifteen years of management experience, mostly in telecommunications. While building a company (sold in 1997) that operated radio stations, he also developed Snider Communications Corporation from a start-up to a company which serves over 10,000 customers with state-of-the-art technology and the largest paging system in Arkansas.

He received a Bachelor of Science degree in Systems Engineering from the U.S. Naval Academy as well as a Master of Business Administration degree from UCLA.

### **GLENN CUSTAR – CHIEF FINANCIAL OFFICER**

Mr. Custar has over twenty-seven years of financial and operations experience with more than fifteen years in senior management for telecommunication companies including MFS Intelenet, MCI and US Sprint Midwest. He most recently was SVP/CFO of ServiceNet, an Andersen Consulting enterprise.

Glenn earned his Bachelor of Science degree in Accounting from East Central Oklahoma State College, a Master of Science degree in Accounting from the University of Kansas, and a Master of Business Administration from Rockhurst College.

### **BILL JESTER – DIRECTOR OF OPERATIONS**

Mr. Jester has twenty years experience in the business sector, with an emphasis on Business Development and Marketing/Sales. He spent eleven years as president for two companies and has nine years experience in management. He also served 42 years in the U.S. Army and retired as a Major General.

He holds a Bachelor of Science in Business Administration, along with a MBA in management and finance from the University of Arkansas.

### **RICHARD SPAVINS – DIRECTOR OF NETWORK ENGINEERING**

Mr. Spavins has worked in the telecommunications field for the last 34 years. He has extensive experience in installation of office and plant PBX systems, cable networks, and installation of Powertel switches. Mr. Spavins was employed at APCo for fifteen years, American Mobilphone for thirteen years, Metrex

Communications Group for three years, and Powertel for two years. He is in charge of installation as well as maintenance of the Harris switches nation-wide.

He was granted a bachelor's degree in Electrical Engineering from Auburn University March 1971. He is a registered Professional Engineer in the States of Alabama and Louisiana with a General Radiotelephone License With Radar Endorsement. He has certification for Rolm CBX and GTD 1000 & 120 PBX.

#### ED MOORE – DIRECTOR OF REGULATORY AFFAIRS

Mr. Moore has spent twenty-eight years in the telecommunications industry, fourteen each with Southwestern Bell and AT&T. He worked primarily in the area of network design, planning and administration for Southwestern Bell, and in regulatory and legislative management for AT&T.

He received a bachelor's degree in mathematics and physics from the University of Central Arkansas.

#### SHANNON LIGON– HUMAN RESOURCES DIRECTOR

Ms. Ligon has eight years experience in Human Resources. She served as the Vice President of Human Resources for a 500 person manufacturing company and spent over three years with Anderson Consulting as a Manager in the Change Management Group in a variety of industries, including telecom.

She received a Bachelor of Arts degree in Political Science and Business Administration from Vanderbilt University and has her Professional of Human Resource certification from SHRM.

#### CAL ARNOLD – DIRECTOR OF MARKETING

Mr. Arnold spent 26 years managing commercial radio stations including fifteen years as an owner. Most recently he served as General Manager of a ten radio station cluster plus a state radio network for Citadel Communications. His overall experience has been in planning, problem solving, operations and sales.

He received a Bachelor of Arts in Radio and Television, and a Master of Arts in Mass Communications, both from Baylor University.

#### PHILLIP KENNEDY – NETWORK OPERATIONS MANAGER

Mr. Kennedy has spent eighteen years in the telecommunications industry. He has experience managing Network Operations, Switching Center Operations, and LAN management. He has been a Supervisor of operating facilities that processed data for invoicing of all calls switched, collected, rated, and billed. Mr. Kennedy worked for Universal Network Services, Inc. for nine years, Metromedia/LDS Long Distance for six years, Infra-Pak, Inc., for three years, and was a Telecommunications Technician for the Army National Guard Reserves for seven years.

He has received Certification of Database, Maintenance, and MSP40 form DSC and Certification on MVP Operations and Maintenance from Glenayre.

#### DAVE GRANERE – WESTERN REGIONAL MANAGER

Mr. Granere has spent eighteen years in the telecommunications industry. He has managed all aspects of daily operations that include: field services, switch management, provisioning, dispatch circuit design, network design, and traffic management. He has worked closely with the Regulatory Agencies located in the Western Regions of the United States. Mr. Granere has also worked within the Supervisory Sphere; hiring and staffing, training and resource development, administrative action and personnel budgets. He has extensive knowledge of switching technologies and network systems, design and ordering of voice and data network services, installation and implementation of systems and network components from start to finish, and establishment of "customer care" call centers. He worked closely with major long distance companies, negotiating service agreements, terms and conditions, and developed a thorough understanding of the local and federal (FCC) tariffs that govern the extent and methods to which services can be applied.

Mr. Granere received a Bachelor of Science in History from the University of Utah.

#### STEPHEN D. CROW – SOUTHEAST REGIONAL MANAGER

Mr. Crow has spent the last 20 years in the telecommunications industry. Beginning with the CATV industry in 1979 and most recently with MobileComm, Inc.; the United States second largest paging provider. During his tenure he has been responsible for all facets of technical operations from field service to plant design engineer with Kern Valley Cable T.V. to Regional Technical Director S/E with MobileComm.

Mr. Crow served an active duty tour with the United States Army, Signal Corps from 1981 through 1985 and then completed an additional four enlistment's with United States Army Ready Reserve.

Industry Certifications include:

“Strategic Microwave Radio Repair”

CY-104, Crypto. Service and Repair.

Hughes AML Microwave School.

Centigram Service and Repair.

Onan Emergency Power Transfer Equipment, R&M.

## **EXHIBIT D**

### **FINANCIAL STATEMENTS OF CONNECT COMMUNICATIONS CORP.**

**[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]**

## **EXHIBIT D**

### **BALANCE SHEET**

**[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]**

## **EXHIBIT D**

### **STATEMENT OF OPERATIONS**

**[CONFIDENTIAL AND PROPRIETARY – FILED UNDER SEAL]**

## **EXHIBIT D**

### **CASH FLOW STATEMENT**

**[CONFIDENTIAL AND PROPRIETARY – FILED UNDER SEAL]**



## **EXHIBIT E**

### **THREE YEAR PROJECTED FINANCIAL STATEMENTS OF CONNECT! AND CONNECT COMMUNICATIONS CORP.**

**[CONFIDENTIAL AND PROPRIETARY – FILED UNDER SEAL]**

## **EXHIBIT F**

### **THREE YEAR PROJECTED OPERATING EXPENDITURES & REVENUES FOR THE STATE OF TENNESSEE**

**[CONFIDENTIAL AND PROPRIETARY – FILED UNDER SEAL]**

## **EXHIBIT G**

### **SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN**

**CCCTN, INC., D/B/A CONNECT!**  
**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS**  
**PARTICIPATION PLAN FOR ITS TENNESSEE BUSINESS OPERATIONS**

**PURPOSE:**

The purpose of the Small and Minority-Owned Telecommunications Business Participation Plan ("Plan") of CCCTN, Inc., d/b/a Connect! ("Connect!" or "Company") is to identify small and minority-owned telecommunications businesses in Tennessee that are qualified to provide goods and services to Connect!, and to promote awareness among these entities of the opportunities to develop business relationships with Connect! in those areas in Tennessee in which Connect! provides telecommunications services.

**POLICY STATEMENT:**

Connect! acknowledges the importance of supporting the participation of small and minority-owned telecommunications businesses in the telecommunications industry in Tennessee and throughout the United States.

It is the policy of Connect!, wherever possible, to provide small and minority-owned telecommunications businesses with an opportunity to compete for contracts and subcontracts to supply goods and services to Connect! in those areas in which Connect! is providing telecommunications services. To this end, Connect! is committed to the identification and selection of qualified small and minority-owned telecommunications businesses that may wish to contract with Connect! for purposes of supplying the Company's Tennessee operations with goods and services relating to the field of telecommunications. It also is the policy of Connect!, where appropriate and feasible, to provide information on programs, if any, to provide technical assistance to small and minority-owned telecommunications businesses whenever and wherever available in Tennessee.

Connect! acknowledges its obligation, under TENN. CODE ANN. § 65-5-212, to contribute its statutory share to the fund established by the Tennessee Department of Economic and Community Development for the purpose of supporting the Small and Minority-Owned Telecommunications Business Assistance Program ("Program") in Tennessee. This Program provides for loan guarantees, technical assistance and services, and consulting and educational services for small and minority-owned telecommunications businesses in Tennessee.

**DEFINITIONS:**

"Act" - Section 16 and 17 of Chapter 408 of the Public Acts of 1995.

"Connect!" – a Tennessee corporation headquartered at 124 West Capitol Avenue Suite 250, Little Rock, AR 72201.

*"Minority-Owned Telecommunications Business"* – As defined in the Act and in TENN. CODE ANN. § 65-5-212, a telecommunications business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

- a. *"Personally Manages"* in this context shall mean actively involved in the day-to-day management.
- b. *"Controls"* in this context shall mean exercising the power to make policy decisions.
- c. *"Who is impeded from normal entry"* in this context shall individuals who have been subjected to racial or ethnic prejudice or cultural bias because of their identity as a member of a group without regard to their qualities as individuals and as provided in the regulation implementing Section B(a) and 7(j) of the Small Business Act, as amended by the Business Opportunity Development Reform Act of 1988, and Business Opportunity Development Reform Act Technical Corrections Act, (15 U.S.C. 67(a) and 636(j)), as amended by Pub. L. 100-656 and Pub. L. 101-37.

*"Small Telecommunications Business"* - A telecommunications company with annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

*"Subcontract"* - Any agreement (other than one involving an employer-employee relationship) entered into by Connect! with a non-affiliated company or individual calling for the direct or indirect purchase of raw materials, components, supplies and services needed to support Connect!'s operations.

#### **IMPLEMENTATION OF PLAN:**

Where appropriate, Connect! will invite bids, issue requests for proposals, or otherwise solicit offers from small and minority-owned telecommunications businesses to furnish specified goods or services to Connect! in furtherance of its Tennessee operations, except in the case of emergencies, or in such cases where Connect! is bound by contract to purchase goods and services from other sources.

**ADMINISTRATION OF PLAN:**

In conducting its business affairs in Tennessee, Connect! will appoint one of its employees as the Administrator of the Plan. The Administrator will be responsible for identifying and utilizing available resources for identifying small telecommunications and minority-owned telecommunications businesses interested in and qualified to furnish goods and services to Connect! in Tennessee. The Administrator also will be responsible for cultivating an awareness among such business entities with respect to potential opportunities to develop business relations with Connect!.

As an affiliate of a newly-created company that is yet not operational in any area outside of Arkansas and Rhode Island, Connect! currently does not have in place any specific programs for offering technical assistance to outside sources. However, the Administrator will endeavor to serve as resource for technical assistance to small and minority-owned telecommunications business, and will refer such businesses to sources of information and technical assistance, internal and external, where feasible.

**PLAN ADMINISTRATOR:**

The administration of this Plan will be under the direction of (hereinafter called the "Administrator"):

C. W. Miller, Site Acquisition Manager  
CCCTN, Inc., d/b/a Connect!  
124 West Capitol Avenue  
Suite 250  
Little Rock, AR 72201  
Telephone: (501) 401-7700  
Facsimile: (501) 401-7799

The duties of the Administrator include the following:

1. To develop Company policies and procedures relating to the Plan.
2. To search for and develop opportunities to use qualified small and minority-owned telecommunications businesses to participate in and bid on contracts and subcontracts to supply goods and services to Connect! by utilizing the following resources, where available:
  - a. The United States Department of Commerce, Office of Minority Business Data Center, the Small Business Administration and its Procurement Automated Source System ("PASS") and its Office of Minority Small Business and Capital Ownership Development; the Tennessee Chamber of

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- Commerce; the Tennessee Department of Economic and Community Development; the National Minority Supplier Development Council; the National Association of Women Business Owners; the National Association of Minority Contractors.
- b. Local and national associations, and minority supplier development councils.
  - c. Trade fairs and industry meetings.
  - d. Advertisement in industry and local publications.
3. To establish and maintain an updated Plan and related documentation that are consistent with the current rules, orders and policies of the Tennessee Regulatory Authority regarding small and minority-owned telecommunications businesses, and that are in full compliance with TENN. CODE ANN. § 65-5-212.
  4. To prepare and submit such information and documentation as may be required by the Tennessee Regulatory Authority.
  5. To cooperate with the Tennessee Regulatory Authority and with other agencies of the State of Tennessee to find and utilize, where possible, the qualified business entities defined herein.
  6. To support activities for assisting potential buyers in locating and qualifying the types of business concerns identified herein.
  9. To cooperate in any authorized surveys by the Tennessee Regulatory Authority.
  10. To provide information and educational activities to Connect! personnel and to train such persons to seek out, encourage, and promote the use of small and minority-owned telecommunications businesses.

**COMPLIANCE REPORTS:**

Connect! will submit such reports as may be required for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee. Connect! will cooperate to the fullest extent possible with all reasonable and appropriate surveys or studies required by the contracting agency for purposes of determining compliance with the State's small and minority-owned telecommunications business participation program. However, Connect! reserves the right to designate any documents, reports, surveys, studies or information submitted for this purpose as "confidential" or "proprietary."

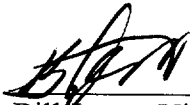
**RECORD MAINTENANCE:**

Connect! will maintain records relating to its Small and Minority-Owned Telecommunications Business Participation Plan for purposes of evidencing the Company's implementation of this policy, for use by Connect! in evaluating the effectiveness and in achieving the goals of its Plan, and for the Company's use in updating the Plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required.

ADOPTED THIS 12 day of October, 1999.

CCCTN, Inc., d/b/a Connect!

By:



Bill Jester, Vice President and Director of Operations



## **EXHIBIT H**

### **INTRALATA TOLL DIALING PARITY PLAN**

**INTRALATA TOLL DIALING PARITY PLAN OF**  
**CCCTN, INC., D/B/A CONNECT!**

CCCTN, Inc., d/b/a Connect! ("Connect!") hereby respectfully files this IntraLata Toll Dialing Parity Plan ("Plan") in conformity with the Tennessee Regulatory Authority's ("TRA's") *Order Approving the IntraLATA Toll Dialing Parity Implementation Plan*, Docket No. 99-00346 (Oct. 1, 1999), and the Federal Communications Commission's ("FCC") Order in *Implementation of the Local Competition Provisions of the Telecommunications Act of 1996, Petition of Southwestern Bell Telephone Company, Pacific Bell, and Nevada Bell for Expedited Declaratory Ruling on Interstate IntraLATA Dialing Parity or, in the Alternative, Various Other Relief*, CC Docket No. 096-98, NSD File No. 98-121 (rel. Mar. 23, 1999). This Plan sets forth Connect!'s proposal for providing intraLATA parity within the State of Tennessee for customers subscribing to Connect!'s services.

**APPLICABILITY:** This plan for providing dialing parity is intended to apply to all dial-tone lines provisioned by Connect! in the State of Tennessee.

**AVAILABILITY:** Connect! will provide full 2-PIC dialing parity in all exchanges in each LATA in which Connect! provides services in Tennessee. A list of the specific exchanges that will be served by Connect! in Tennessee is appended hereto as Attachment 1.

**IMPLEMENTATION DATE:** Following the TRA's approval of its Application for a Certificate of Public Convenience and Necessity to provide competing local exchange telecommunications services in the State of Tennessee ("Application"), to which this Plan is appended as *Exhibit H*,

Connect! will implement this Plan so that it will be in place prior to the time that Connect! begins the provision of service to Customers in Tennessee.

**METHODOLOGY:** Connect! will provide full 2-PIC (intraLATA and interLATA toll) dialing parity, allowing Connect!'s new and existing customers to pre-subscribe to one carrier for all interLATA calls, and to the same or another carrier for all intraLATA toll calls. A maximum of one interLATA interexchange carrier ("IXC") and one intraLATA IXC may be selected.

**TECHNICAL IMPLEMENTATION:** Connect! will offer dialing parity for all toll calls. Each customer requesting local exchange service from Connect! will be given the opportunity to affirmatively select a presubscribed carrier of the customer's own choosing for intraLATA toll and interexchange toll calls. This will allow a customer to presubscribe to its preferred carrier for intraLATA toll calls, and to the same or a different carrier for interLATA toll calls, be it Connect!LD or another carrier.

**BUSINESS OFFICE PRACTICES/ANTI-SLAMMING PROCEDURES:** Connect! will ensure that all customers are aware that they have a choice of intraLATA, as well as interLATA, toll carriers. Each customer will be given the opportunity to affirmatively select an intraLATA and interLATA toll carrier, after which time the customer will be able to verify its selection, at any time, by dialing a toll-free number. Connect! will respond to Customer requests for information about other intraLATA carriers in a competitively-neutral fashion. If a new customer does not select a service package that includes Connect!LD's long distance service, the customer's long

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distance service will not default to Connect!LD. Instead, the customer would be permitted to make use of the services of dial-around carriers for its long distance needs.

Connect! will accept Letters of Authorization that conform to the FCC's requirements as set forth in 47 C.F.R. § 64.1160.

Connect! will treat all competing carriers on a non-discriminatory basis. To this end, Connect! will maintain a list of available toll carriers and keep it updated, and will process a customer's PIC change to a toll carrier other than Connect! in the same fashion and in the same time frames as a request to presubscribe to itself.

**DIALING PLAN:** The following matrix outlines the proposed routing of calls by Connect!:

0	Connect! local and Toll Operator Service.
1+10 digits	Direct-dial to presubscribed intraLATA Toll Provider or interLATA Toll Provider (depending on 10-digit number dialed).
0+10 digits	Dial to presubscribed intraLATA Toll Provider or interLATA Toll Provider Operator Service (depending on 10 digit number dialed).
1010xxx +1+10 digits	Dial-around presubscribed intraLATA or interLATA Toll Provider to direct-dial to alternate Toll Provider (identified by code used in xxx portion of dialing request).

#### **PRESUBSCRIPTION INFORMATION**

**GENERAL APPLICATION:** Connect! will neither initiate nor accept presubscription requests except in accordance with the rules prescribed by the FCC in 47 C.F.R. §§ 64.1100, 64.1150 and 64.1160, and any additional rules enacted by the TRA.

**ASSIGNMENT OF NO-PIC:** If a new Customer or Customer ordering an additional line does not select an presubscribed IXC, the Customer's long distance service will not default to any IXC. Instead, under such circumstances, the Customer will be assigned a "NO-PIC" and will be required to make use of the services of dial-around carriers for its long distance needs (*i.e.* the Customer will have to dial an access code to make intraLATA toll calls).

**FREE PRESUBSCRIPTION SELECTION PERIOD:** The Company has no existing customers at this time. New Customers or Customers ordering a second line from Connect! will have an opportunity to select an intraLATA toll carrier at the time their service order is placed. If a

Customer cannot decide upon an intraLATA toll carrier at this time, they will be assigned a NO-PIC designation, and will have thirty (30) days from the date they order local exchange service from Connect! to select an intraLATA toll carrier. Customers may make their selection either by contacting the Company or the ITSP directly. The Customer's initial free PIC selection must be made within the thirty (30) days of subscribing to the Company's service. Customers may make only one (1) free selection during this period.

**PIC CHANGE CHARGE:** After the end of the grace period, there will be a \$5.00 PIC-change charge for each PIC change requested. This charge will be waived for one time only during the initial grace period referenced herein.

**PIC FREEZE OPTION AND CHARGE:** PIC-freeze options may be provided to requesting customers at any time. As of this date, Connect! has not yet determined the customer charge for the PIC-freeze option.

**MARKETING OF PIC FREEZES:** Connect! will not market intraLATA PIC freezes within the initial thirty (30) day grace period.

**PIC FREEZE REMOVAL:** PIC freezes may be removed with the use of a three-way call between the Customer, the Company and the submitting carrier. All carriers involved must comply fully with the FCC's procedures for lifting PIC-freezes, as set forth in 47 C.F.R. §64.1190(e) (*i.e.* independent third party verification, written letters of agency, electronic authorization), as well as any additional procedures established by the Board.

**CARRIER INFORMATION**

Competing interexchange carriers (“IXCs”) will have the option of offering intraLATA service only or both intraLATA and interLATA service to Connect!’s customers. Such carriers will have the option of participating in any of Connect! local calling areas. Connect! follows standard industry procedures for the transport of long distance traffic, both intraLATA and interLATA, via the carrier notification process. Connect! will not participate in billing disputes between alternative competing IXCs or intraLATA toll carriers and the customers of such carriers.

**COST RECOVERY PLAN:**

At this point, and given the fact that Connect! is not yet operational outside of the States of Arkansas and Rhode Island, the Company has no cost recovery plan in place. All dialing parity costs eventually recovered by Connect! will be competitively-neutral, in accordance with the guiding principles set forth in the FCC’s *Dialing Parity Implementation Order*, and will conform to any specific cost-requirements or allocators for dialing parity that may established by the TRA.

**STATEMENT OF COMPLIANCE:** Connect! will comply fully with all rules of the FCC and the TRA regarding intraLATA toll dialing parity and slamming.

**CONCLUSION:** Connect! respectfully requests that the TRA approve its proposed plan for providing intraLATA toll dialing parity in the State of Tennessee.

# **ATTACHMENT 1**

## **LIST OF EXCHANGES TO BE SERVED BY CONNECT!**

**Athens  
Chattanooga  
Clarksville  
Cleveland  
Columbia  
Franklin  
Jackson  
Knoxville  
Lebanon  
Maryville  
Memphis  
Morristown  
Murfreesboro  
Nashville  
Oak Ridge  
Shelbyville  
Smithville**



# **EXHIBIT I**

## **Y2K COMPLIANCE PLAN**

November 1, 1999

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-5015

Dear Mr. Waddell:

This letter is in response to your inquiry regarding COCTN, Inc.'s preparation for Year 2000.

COCTN was incorporated and certified in Tennessee as a competitive local exchange carrier on February 4, 1999. Our network devices and associated management systems are based on new hardware and software – new technology that is represented by our vendors to be Y2K compliant. We have no legacy application environments that require extensive replacement or repair.

The present telecommunications environment is dependent upon network interconnections between ILECs, IXCs, CAPs, CLECs as well as other equipment and service providers. As a result, in addition to our internal Year 2000 compliance efforts, we are dependent upon the readiness of these related entities to avoid potential service impacts.

The following activities have been completed or are in progress:

- Compilation of inventory
- Assessment of inventory subject to Year 2000 issues
- Determination of the remediation steps required, if any, to make equipment compliant as identified by vendors
- Application of vendor-recommended remediation steps
- Testing of remediated equipment where appropriate
- Contingency planning

The phases of our efforts for our operations in Tennessee include:

- |                        |           |
|------------------------|-----------|
| • Inventory            | Completed |
| • Assessment           | Completed |
| • Determination        | Completed |
| • Remediation          | Completed |
| • Testing              | Completed |
| • Contingency Planning | Completed |

124 West Capitol Ave.  
Suite 250  
Little Rock, AR 72201  
501.401.7700  
Fax: 501.401.7799

CCCTN, Inc has completed the steps necessary to ensure its critical equipment, operational support systems and facilities which impact Tennessee residents are Year 2000 compliant. If you have any questions about CCCTN's Year 2000 compliance efforts, please contact the undersigned at Sgarrett@connect.com or (501) 401-7720.

Best Regards,

  
Steven Alan Garrett  
IT Director